

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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IN RE MERRILL LYNCH & CO., INC. : Master File No.:  
SECURITIES, DERIVATIVE AND ERISA : 07-CV-9633 (LBS)(AJP)(DFE)  
LITIGATION :  
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This Document Relates to: :  
Securities Action, 07cv9633(LBS)(AJP)(DFE) :  
Derivative Action, 07cv9696(LBS)(AJP)(DFE) :  
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**MOTION FOR ADMISSION PRO HAC VICE OF RICHARD D. BERNSTEIN**

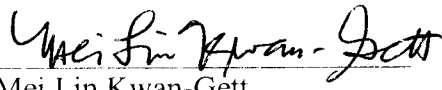
PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts  
for the Southern and Eastern Districts of New York, and upon the accompanying Affidavit, I, Mei  
Lin Kwan-Gett, a member in good standing of the Bar of this Court, hereby move for an Order  
allowing the admission pro hac vice, as counsel for Defendant Jeffrey N. Edwards, of:

Richard D. Bernstein  
Willkie Farr & Gallagher LLP  
1875 K Street, NW  
Washington, DC 20006  
(202) 303-1000 (Phone)  
(202) 303-2000 (Fax)  
rbernstein@willkie.com

As set forth in the accompanying Affidavit, Mr. Bernstein is a member in good  
standing of the Bar of the District of Columbia, and there are no pending disciplinary proceedings  
against him in any State or Federal court.

Dated: July 22, 2008  
New York, New York

Respectfully submitted,

  
Mei Lin Kwan-Gett  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000  
(212) 728-8111  
mkwangett@willkie.com  
Attorney for Defendant Jeffrey N. Edwards

957446 & DS  
JUL 22 2008

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STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

**AFFIDAVIT OF MEI LIN KWAN-GETT IN SUPPORT OF THE MOTION FOR  
ADMISSION PRO HAC VICE OF RICHARD D. BERNSTEIN**

MEI LIN KWAN-GETT, being duly sworn, hereby deposes and says as follows:

1. I am a member of Willkie Farr & Gallagher LLP, counsel for Defendant Jeffrey N. Edwards in the above-captioned consolidated litigation. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Mr. Edwards's Motion for Admission Pro Hac Vice of Richard D. Bernstein.

2. I am a member of good standing of the Bar of the State of New York, and was admitted to practice law on October 28, 2003. I am also admitted to the Bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I have known Mr. Bernstein since 2007.

4. Mr. Bernstein is a member of Willkie Farr & Gallagher LLP in Washington, D.C.

5. Mr. Bernstein is a member in good standing of the Bar of the District of Columbia.

Attached as Exhibit A is a certificate of good standing from that Bar.

6. I have found Mr. Bernstein to be a skilled attorney and a person of integrity. He is experienced in federal practice and is familiar with the Federal Rules of Civil Procedure.

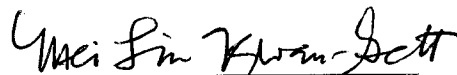
7. Accordingly, I am pleased to move for the admission pro hac vice of Mr. Bernstein.

8. I respectfully submit a proposed order granting the admission pro hac vice of Mr. Bernstein, attached as Exhibit B.


WHEREFORE, I respectfully request that the Court grant the Motion for Admission Pro Hac Vice of Richard D. Bernstein, to represent Defendant Jeffrey N. Edwards in the above-captioned consolidated litigation.

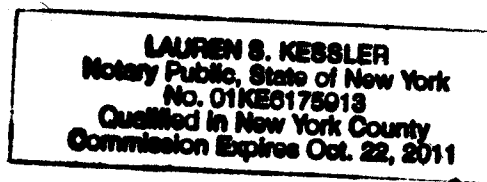
Dated: July 22, 2008  
New York, New York

Respectfully submitted,

  
Mei Lin Kwan-Gett  
mkwangett@willkie.com

Sworn to and subscribed before me  
this 22 day of July 2008

  
Notary Public





District of Columbia Court of Appeals  
Committee on Admissions  
500 Indiana Avenue, N.W. — Room 4200  
Washington, D. C. 20001  
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

RICHARD D. BERNSTEIN

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was on the 5<sup>TH</sup> day of DECEMBER, 1988

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on July 11, 2008.

GARLAND PINKSTON, JR., CLERK

By: M. Charles  
Deputy Clerk

**UNITED STATES DISTRICT COURT  
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**ORDER FOR ADMISSION PRO HAC VICE OF RICHARD D. BERNSTEIN**

Upon the Motion of Mei Lin Kwan-Gett, counsel for Defendant Jeffrey N. Edwards,  
and the Affidavit of Mei Lin Kwan-Gett in Support of the Motion, **IT IS HEREBY ORDERED**  
that

Richard D. Bernstein  
Willkie Farr & Gallagher LLP  
1875 K Street, NW  
Washington, DC 20006  
(202) 303-1000 (Phone)  
(202) 303-2000 (Fax)  
rbernstein@willkie.com

is admitted to practice pro hac vice as counsel for Defendant Jeffrey N. Edwards in the above-  
captioned consolidated litigation in the United States District Court for the Southern District of New  
York. All attorneys appearing before this Court are subject to the Local Rules of this Court,  
including the Rules governing the discipline of attorneys. Counsel shall immediately apply for an  
ECF password at [nysd.uscourts.gov](http://nysd.uscourts.gov).

Dated:

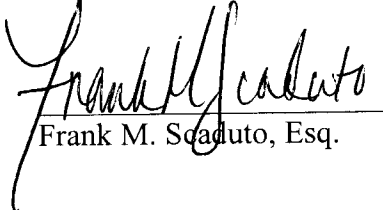
\_\_\_\_\_  
United States District/Magistrate Judge

**UNITED STATES DISTRICT COURT  
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**CERTIFICATE OF SERVICE**

I, Frank M. Scaduto, hereby certify that on July 22, 2008, I served the Motion for Admission Pro Hac Vice of Richard D. Bernstein and the accompanying Affidavit of Mei Lin Kwan-Gett in Support of the Motion for Admission Pro Hac Vice of Richard D. Bernstein on counsel for all parties listed below by first-class mail, consistent with paragraph 10 of the Amended Consolidation Order of April 9, 2008, requiring service on only one law firm for each of Co-Lead Counsel in the Securities Action and the Plaintiffs' Executive Committee in the Derivative Action.

  
Frank M. Scaduto, Esq.

Dated: July 22, 2008  
New York, New York

TO:

Robert N. Kaplan  
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Ann N. Reese and Charles O. Rossotti*